

Delaware and Hudson Railroad Corporation, Excerpts from the Minutes of the Meetings of the Board of Directors, December 4, 1928--November 26, 1930

By S. Robert Powell, Ph.D.

Having read Delaware and Hudson Canal Company Minutes of Board of Directors Meetings (also meetings of subordinate committees of the Board of Directors and meetings of the D&H Stockholders), December 4, 1928--November 26, 1930 (meetings held in the Office of the Delaware & Hudson Canal Company, New York City), we have selected therefrom, for presentation here, data and facts that are important in the history of the Delaware and Hudson Canal Company and/or the Delaware and Hudson Railroad which are not generally known about the D&H or which are not reported in public or private documents or archives.

1. First Meeting of the Incorporators and Subscribers to the Stock of The Delaware and Hudson Railroad Corporation: December 4, 1928: Meeting held at the office of Messrs. Hughes, Schurman & Dwight, Room 1700, No. 100 Broadway, City of New York. Richard E. Dwight called the meeting to order. All of the incorporators, being also the subscribers to the capital stock (each subscribed to 6,000 shares of Preferred stock), were present either in person or by proxy. They were: George H. Burgess, D. A. Diefendorf, Richard E. Dwight, Emanuel C. Gersten (by proxy), William L. Gillespie, Charles E. Hughes, Jr., Frank Hummler (by proxy), Robert F. Loree, John E. MacLean, James Clark McGuire, Jr., John E. Muhlfeld, John F. Myers, Robert E. Quirk, Clifford S. Sims, M. G. B. Whelpley. A copy of the By-Laws is included in the minutes of the meeting. Copies of the by-laws were distributed, studied, and approved. The principal office of the Company will be in Albany, NY; the annual meeting of the stockholders will take place on the first Tuesday of April in New York City.

2. First Meeting of the Board of Directors of the Delaware and Hudson Railroad Corporation, office of Messrs. Hughes, Schurman & Dwight, No. 100 Broadway, New York City, December 4, 1928. Present were: George H. Burgess, Richard E. Dwight, William L. Gillespie, Charles E. Hughes, Jr., Robert F. Loree, John E. Maclean, James Clark McGuire, Jr., John E. Muhlfeld, John P. Myers, Robert E. Quirk, Clifford S. Sims, M. G. B. Whelpley. Officers elected: President, Richard E. Dwight; Vice-President, George H. Burgess; Vice-President, Charles E. Hughes, Jr.; Treasurer, Robert F. Loree; Secretary, John Fletcher Caskey. The chairman reported that original of the Certificate of Incorporation document was filed in the office of the Secretary of State on December 1, 1928.

3. Special Meeting of the Board of Directors of the Delaware and Hudson Railroad Corporation, 32 Nassau Street, New York City, January 29, 1930. Richard E. Dwight, the president of the corporation, presided at the meeting. The chairman stated that nominations were open, and the following persons were nominated: For President, L. F. Loree; For Vice President and General Manager, J. T. Loree; For Vice President, F. W. Leamy; For Resident Vice President, F. P. Gutelius; For Secretary, J. W. Coon; For Treasurer, W. H. Davies; For Assistant Secretary, H. L. Petersen; For Assistant Treasurer, G. L. Dover. All were elected by a unanimous vote. The chairman of the meeting thereupon retired and L. F. Loree, the new president of the corporation, became president.

4. New Corporate Seal Adopted and Executive Committee Members Named: Board of Directors meeting, February 26, 1930: Among other routine corporate business, eight banks were named as depositories of the funds of the corporation, and a new corporate seal was adopted: "The Delaware and Hudson Corporation" surrounding a circular shield, in the center of which is a raised embossed rendering of the Stourbridge Lion". Executive Committee named: L. F. Loree, Chairman, C. A. Peabody, Cornelius Vanderbilt, Henry W. deForest, and E. H. Outerbridge.

5. Age or Disability Retirement: Board of Directors Meeting, March 26, 1930: On motion, duly seconded, the following resolutions were unanimously adopted:

"RESOLVED, That the Board of Directors of this Corporation recommends that the stockholders of this corporation, at their annual meeting on April 1, 1931, confer upon the said Board the authority contained in resolution, hereby recommend for adoption, by the stockholders at said meeting, in the form following: RESOLVED, That in case of an employee who has long and faithfully served this corporation, or The Delaware and Hudson Company, as its predecessor, in connection with its transportation system, or any portion thereof, or has performed such service under both said companies, being retired either from age or disability, the Directors of this corporation be authorized to allow such monthly compensation as they deem proper in reference to the facts of each case as submitted." [Unanimously adopted, April 1, 1930, at the meeting of the D&H stockholders]

Death or Retirement after Ten Years: "FURTHER RESOLVED, That in case of the death or retirement of any officer or employee who has faithfully served this corporation, or the Delaware and Hudson Company, as its predecessor, in connection with its transportation system or any portion thereof, or has performed such service under both companies, for a term of not less than ten years, to the satisfaction of the directors, they are hereby authorized, in their discretion, to pay such officer or employee, or his family, a sum not exceeding the amount of six months salary." [Unanimously adopted, April 1, 1930, at the meeting of the D&H stockholders]

6. Access to D&H Safe or Safes in the vaults of the Chemical Safe Deposit Company: Board of Directors Meeting, March 26, 1930: "On motion, duly seconded, the following resolution was unanimously adopted: RESOLVED, That W. H. Davies, treasurer, and G. L. Dover, Assistant Treasurer, shall have the right of access to the safe or safes in the vaults of the Chemical Safe Deposit Company, standing in the name of the company, when either of them shall be accompanied either H. D. Chamberlain, Comptroller, or M. E. Wilson, General Accountant." [Unanimously adopted, April 1, 1930, at the meeting of the D&H stockholders]

7. D&H Board of Directors Elected: Stockholders' Annual Meeting: April 1, 1930: The following persons were elected Directors of the Delaware and Hudson Company: Charles A. Peabody, Leonor F. Loree, Cornelius Vanderbilt, Robert C. Pruyn, Henry W. deForest, Charles S. Weston, Eugenius H. Outerbridge, E. Roland Harriman, John Wyckoff Mettler, Theodore Preatt, George Wellwood Murray, L. Hasbrouck Chahoon, James T. Loree.

8. Ten Thousand Dollars Walk-Around Money Approved for Board of Directors or Executive Committee: Stockholders' Annual Meeting: April 1, 1930: "On motion, duly seconded, the following resolution was unanimously adopted: RESOLVED, That a sum not exceeding Ten

Thousand Dollars (\$10,000) for the period from April 1, 1930, to March 31, 1931, be placed at the disposal of the Directors, or by the Executive Committee when the Board is not in session, for making subscriptions to such objects and meeting such applications for aid as may be presented, and that the objects for which this sum may have been expended shall be reported at the next annual meeting of the stockholders."

9. Pensions Awarded to Edward Wilford and Thomas Swanick: Executive Committee meeting: April 30, 1930: "On recommendation of the President, the following pensions, until otherwise ordered, in favor of employees of the Corporation, were authorized: (1) Effective January 1, 1930: Edward Wilford, age 70, Crossing Watchman, Saratoga Division, 43 years 10 months of continuous service, \$32.17 pension per month; (2) Effective February 1, 1930: Thomas Swanick, age 90, Crossing Flagman, Saratoga Division, 16 years 3 months of continuous service, \$7.07 pension per month."

10. D&H Directors and Officers for 1930: Board of Directors Meeting: April 30, 1930: Elected, with 515,740 votes cast, as D&H Directors for the ensuing year at the D&H Stockholders meeting on April 1, 1930 were the following: Charles A. Peabody, Leonor F. Loree, Cornelius Vanderbilt, Robert G. Pruyn, Henry W. deForest, Charles S. Weston, Eugenius H. Outerbridge, E. Roland Harriman, John Wyckoff Mettler, Theodore Pratt, George Wellwood Murray, I. Hasbrouck Chahoon, and James T. Loree. D&H Officers elected for the ensuing year at the same meeting, were the following: L. F. Loree, President; J. T. Loree, Vice President and General Manager; F. W. Leamy, Vice President; H. T. Newcomb, Vice President and General Counsel, F. P. Gutelius, Resident Vice President; J. W. Coon, Secretary; W. H. Davies, Treasurer; H. L. Peterson, Assistant Secretary; and G. L. Dover, Assistant Treasurer. / The President stated that Mr. Charles A. Peabody had tendered his resignation as a member of the Executive Committee and the Board of Directors. Edward D. Duffield was elected to fill the vacancy.

11. Pensions Awarded to Jeremiah B. Butts, Percy H. Briggs, John King, Corlice Gordon, and James F. Collins: Executive Committee meeting: May 28, 1930: "On recommendation of the President, the following pensions were authorized: **ACCOUNT OF AGE:** Effective March 1, 1930, **Jeremiah B. Butts**, age 75, Fireman, Susquehanna Division, 42 years 11 months of continuous service, \$40.94 per month; Effective April 1, 1930, **Percy H. Briggs**, age 78, Machinist, Toolmaker, Foreman, Pennsylvania Division, 41 years 7 months of continuous service, \$63.31 per month; Effective February 1, 1930, **John King**, age 78, Flagman Saratoga, 26 years 8 months of continuous service, \$17.21 per month; **ACCOUNT OF PHYSICAL DISABILITY:** Effective December 1, 1929, **Corlice Gordon**, age 62, Conductor and Trainman, Saratoga Division, 30 years 8 months of continuous service, \$21.28 per month; Effective April 1, 1930, **James F. Collins**, age 67, Foreman Beekmantown, 40 years 2 months of continuous service, \$57.15 per month.

12. Expenditures Approved: Executive Committee Meeting: June 25, 1930: "President Loree in the chair. / The President reported the authorization of the following expenditures [among a great many], and the same were approved and confirmed: / **Miscellaneous Equipment:** D – 5516 Eq. Purchase a second-hand Pierce Arrow seven passenger sedan for traffic department at Albany \$2,700.00. This acquisition will enable the traffic department to solicit traffic more intensively.

"The President reported as follows: (1) DA – 1766 –Fort Edward—Dwelling house at No. 22 Factory Street, sold to Pasquale Catone; DA – 1768--Albany—Old storehouse at Green and Gansevoort Streets and freight claim building at Waterloo Island; DA-1771 Eq. – 1 baggage car converted to work service; DA-1775 – Eq. - 10 steel center sill 60,000 lb. capacity gondola cars."

13. Expenditures Approved: Executive Committee meeting, July 10, 1930: "Gen. Cornelius Vanderbilt in the chair. / The Chairman stated that the meeting had been called to consider and act upon an appropriation to cover the rail, fastenings and accessories program for the year 1931, involving an expenditure of \$1,048,540 [one of 10 items + costs listed]. On motion, duly seconded, the foregoing expenditure was authorized.

"17,900 M&L Tie Plates, \$32, 220.00; 12,870 G. T. of 130# RE section, medium manganese rail, 39' lengths, drilling as per plan 12-594B, delivery by December 15, 1930, \$568,800.00."

14. Expenditures Approved: Executive Committee Meeting: September 24, 1930: "President Loree in the chair. / The President reported the authorization of the following expenditures, and the same were approved and confirmed: **LOCOMOTIVES** – Increasing coal capacity of 21 locomotives by raising tender collars, \$4,256.40. Increasing the coal capacity of these locomotives will insure a safe margin for operation between Wilkes-Barre and Oneonta. / **Abandonment of Property:** Lease, Wilkes-Barre Connecting Railroad to The Delaware and Hudson Railroad Company of southbound main track of Wilkes-Barre Connecting Railroad for use as part of Hudson classification yard, the book value of the property being leased \$56,225.98."

15. Expenditures Approved: October 29, 1930: Executive Committee meeting, Col. J. T. Loree in the Chair: "The President reported the authorization of the following expenditures and the same were approved and confirmed: **Station and Office Buildings:** D – 5341 One Merchant calculating machine for use of Chief Engineer, \$350; D-5493 one comptometer for Superintendent of Pennsylvania Division, and one Sunstrand adding machine for freight station at Honesdale, \$475; D-5494 Two Sunstrand adding machines for Lackawanna Avenue passenger station, Scranton, and Wilkes-Barre freight station respectively, \$250."

16. Charles Siebold Pension Approved: October 29, 1930: Executive Committee meeting, Col. J. T. Loree in the Chair: "On recommendation of the President, the following pension, until otherwise ordered, in favor of an employee of the company, was authorized: **Account Physical Disability**, Effective October 1, 1930: Charles Siebold, age 65, Crossing Watchman, Carbondale, 17 years and 2 months of continuous service, \$10.57.

17. Abandonments Approved: October 29, 1930: Executive Committee meeting, Col. J. T. Loree in the Chair: "The President reported as follows: **Abandonment of Equipment:** DA 1809 Eq. = 7 gondola cars; DA 1811 Eq. = 14 steel gondola cars; DA 1812 Eq. = 4 mallet locomotives; DA 1813 Eq. = 6 gondola cars; DA 1814 Eq. = 1 refuse, 1 boarding, and 1 ice car. **Abandonment of Property:** DA 1801 Plattsburg, frame building occupied by hostlers; DA 1803 Hydeville, one story frame passenger station; DA 1807 Plattsburg, 20" Champion drill press transferred to Colonie roundhouse."

18. **Pensions Approved:** Executive Committee meeting, November 26, 1930: President Loree in the Chair: " **ACCOUNT AGE:** Effective April 1, 1930, **William H. Hill**, age 72, Crossing Watchman, Parsons, 33 years and 10 months of continuous service, \$19.07; Effective July 1, 1930, **John F. Reardon**, age 71, Mine Cave Watchman, Pittston, 16 years and 10 months of continuous service, \$6.66; Effective August 1, 1930, **James E. Dante**, age 78, Agent, East Worcester, 62 years and 1 month of service, \$89.31; Effective August 1, 1930, **David L. Rose**, age 74 years, Rate Clerk, Sidney, 42 years and 3 months of continuous service, \$54.39; Effective September 1, 1930, **Fred Tolerico**, age 72 years, crossing watchman, Carbondale, 17 years and 8 months of continuous service, \$12.15; Effective September 1, 1930, **William Dunn**, age 73 years, crossing watchman, Saratoga, eight years and 8 months, \$3.85. **ACCOUNT PHYSICAL DISABILITY:** Effective July 1, 1930, **John J. Kalligan**, age 69, trainman and conductor, Susquehanna Division, 37 years and 10 months of continuous service \$52.52; Effective October 1, 1930: **Walter Alman**, age 65, trackman, West Chazy, 21 years and 2 months of continuous service, \$18.37.

(To be continued.)